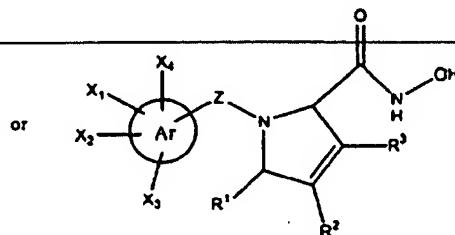
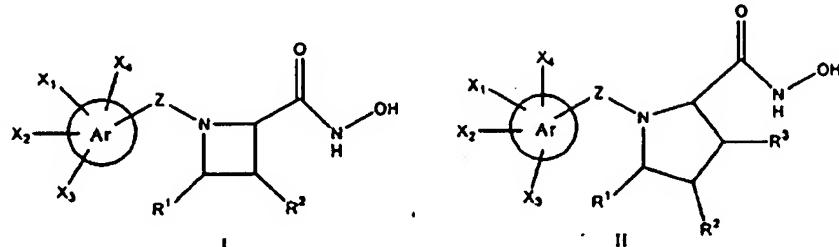


In the Claims:

1. (Cancelled) ~~A compound of Formula I, II or III:~~



三

wherein

~~Ar is an aryl or heteroaryl ring;~~

X_1 , X_2 , X_3 , and X_4 are independently selected from the group consisting of hydrogen, alkyl, haloalkyl, alkylthio, alkylsulfinyl, alkylsulfonyl, hydroxyalkyl, alkoxy, alkoxyalkyl, haloalkoxy, alkaryl, alkenyl, alkenoxy, alkenoxyalkyl, alkynyl, alkynloxy, nitro, halo, hydroxy, cycloalkyl, cycloalkylalkyl, arylalkoxy, arylalkoxyalkyl, haloalkylthio, haloalkylsulfinyl, haloalkylsulfonyl, haloarylalkyl, haloarylalkynyl, alkylsilylalkynyl, aryl, alkynloxy, anaminocarbonylalkyl, carboxylate, carboxyl, carboxamide, heterocycle, and substituted heterocycle;

R^3 and R^3 are independently selected from the group consisting of hydrogen, and alkyl, haloalkyl, hydroxyalkyl, alkenyl, alkynyl, cycloalkyl, aryl, substituted aryl, heteroaryl, substituted heteroaryl, halo, hydroxy, alkoxy, and $O-R^4$ where R^4 is a substituted or unsubstituted aryl; with the proviso that R^3 in formula III is not hydroxy;

R^2 is selected from the group consisting of hydrogen, alkyl, haloalkyl, hydroxyalkyl, alkenyl, alkynyl, cycloalkyl, aryl, substituted aryl, heteroaryl, substituted heteroaryl, halo, hydroxy, alkoxy, and $-OR^4$ where R^4 is a substituted or unsubstituted aryl; with the proviso that R^2 in formula III is not hydroxyl;

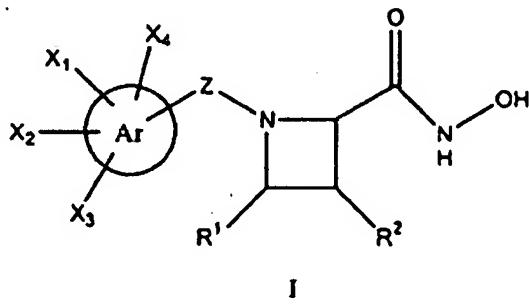
~~Z is CH_2 or $\text{C}(\text{O})$~~

~~er pharmaceutically acceptable salts thereof, tautomers thereof, or prodrugs thereof;~~

provided that the compounds of Formula I, II and III have a minimum inhibition concentration of 128 μ g/ml or less against at least one of the organisms selected from the group

consisting of ~~Acinetobacter baumannii, Acinetobacter haemolyticus, Actinobacillus actinomycetemcomitans, Aeromonas hydrophila, Bacteroides fragilis, Bacteroides thetaiotaomicron, Bacteroides distasonis, Bacteroides ovatus, Bacteroides vulgatus, Bordetella pertussis, Brucella melitensis, Burkholderia cepacia, Burkholderia pseudomallei, Burkholderia mallei, Fusobacterium, Prevotella corporis, Prevotella intermedia, Prevotella endodontalis, Porphyromonas asaccharolytica, Campylobacter jejuni, Campylobacter fetus, Citrobacter freundii, Citrobacter koseri, Edwardsiella tarda, Eikenella corrodens, Enterobacter cloacae, Enterobacter aerogenes, Enterobacter agglomerans, Escherichia coli, Francisella tularensis, Haemophilus influenzae, Haemophilus ducreyi, Helicobacter pylori, Kingella kingae, Klebsiella pneumoniae, Klebsiella oxytoca, Klebsiella rhinoscleromatis, Klebsiella ozaenae, Legionella pneumophila, Moraxella catarrhalis, Morganella morganii, Neisseria gonorrhoeae, Neisseria meningitidis, Pasteurella multocida, Plesiomonas shigelloides, Proteus mirabilis, Proteus vulgaris, Proteus penneri, Proteus myxofaciens, Providencia stuartii, Providencia rettgeri, Providencia alcalifaciens, Pseudomonas aeruginosa, Pseudomonas fluorescens, Salmonella typhi, Salmonella paratyphi, Serratia marcescens, Shigella flexneri, Shigella boydii, Shigella sonnei, Shigella dysenteriae, Stenotrophomonas maltophilia, Streptobacillus moniliformis, Vibrio cholerae, Vibrio parahaemolyticus, Vibrio vulnificus, Vibrio alginolyticus, Yersinia enterocolitica, Yersinia pestis, Yersinia pseudotuberculosis, Chlamydia pneumoniae, Chlamydia trachomatis, Rickettsia prowazekii, Coxiella burnetii, Ehrlichia chaffeensis, and Bartonella henselae.~~

2. (Currently Amended) The compound of according to claim 1, wherein said compound has the formula I:



wherein

Ar is phenyl or 2,5-dihydro-benz[b]oxepine;

X₁, X₂, X₃, and X₄ are independently selected from the group consisting of hydrogen, alkyl, haloalkyl, alkylthio, alkylsulfinyl, alkylsulfonyl, hydroxyalkyl, alkoxy, alkoxyalkyl, haloalkoxy, alkenyl, alkenoxy, alkenoxyalkyl, alkynyl, alkynyoxy, nitro, halo, hydroxy, cycloalkyl, haloalkylthio, haloalkylsulfinyl, haloalkylsulfonyl, alkylsilylalkynyl, alkynyoxy, anaminocarbonylalkyl, carboxylate, carboxyl, carboxamide;

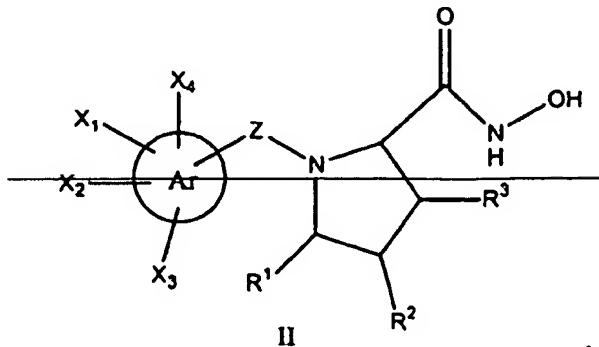
R¹ and R³ are independently selected from the group consisting of hydrogen and alkyl;

R² is selected from the group consisting of hydrogen and alkyl;

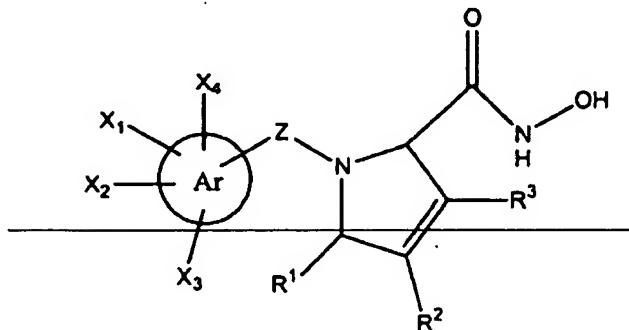
Z is -CH₂- or C(O);
or pharmaceutically acceptable salts thereof, tautomers thereof, or prodrugs thereof;
and

provided that the compounds of Formula I, II and III have a minimum inhibition
concentration of 128 µg/ml or less against at least one of the organisms selected from the group
consisting of *Acinetobacter baumannii*, *Acinetobacter haemolyticus*, *Actinobacillus*
actinomycetemcomitans, *Aeromonas hydrophila*, *Bacteroides fragilis*, *Bacteroides*
theataioatamicron, *Bacteroides distasonis*, *Bacteroides ovatus*, *Bacteroides vulgatus*, *Bordetella*
pertussis, *Brucella melitensis*, *Burkholderia cepacia*, *Burkholderia pseudomallei*, *Burkholderia*
mallei *Fusobacterium*, *Prevotella corporis*, *Prevotella intermedia*, *Prevotella endodontalis*,
Porphyromonas asaccharolytica, *Campylobacter jejuni*, *Campylobacter fetus*, *Citrobacter*
freundii, *Citrobacter koseri*, *Edwardsiella tarda*, *Eikenella corrodens*, *Enterobacter cloacae*,
Enterobacter aerogenes, *Enterobacter agglomerans*, *Escherichia coli*, *Francisella tularensis*,
Haemophilus influenzae, *Haemophilus ducreyi*, *Helicobacter pylori*, *Kingella kingae*, *Klebsiella*
pneumoniae, *Klebsiella oxytoca*, *Klebsiella rhinoscieromatis*, *Klebsiella ozaenae*, *Legionella*
penumophila, *Moraxella catarrhalis*, *Morganella morganii*, *Neisseria gonorrhoeae*, *Neisseria*
meningitidis, *Pasteurella multocida*, *Plesiomonas shigelloides*, *Proteus mirabilis*, *Proteus*
vulgaris, *Proteus penneri*, *Proteus myxofaciens*, *Providencia stuartii*, *Providencia rettgeri*,
Providencia alcalifaciens, *Pseudomonas aeruginosa*, *Pseudomonas fluorescens*, *Salmonella*
typhi, *Salmonella paratyphi*, *Serratia marcescens*, *Shigella flexneri*, *Shigella boydii*, *Shigella*
sonnei, *Shigella dysenteriae*, *Stenotrophomonas maltophilia*, *Streptobacillus moniliformis*, *Vibrio*
cholerae, *Vibrio parahaemolyticus*, *Vibrio vulnificus*, *Vibrio alginolyticus*, *Yersinia enterocolitica*,
Yersinia pestis, *Yersinia pseudotuberculosis*, *Chlamydia pneumoniae*, *Chlamydia trachomatis*,
Rickettsia prowazekii, *Coxiella burnetii*, *Ehrlichia chaffeensis*, and *Bartonella henselae*.

3. (Cancelled) The compound according to claim 1, wherein said compound has the formula II:

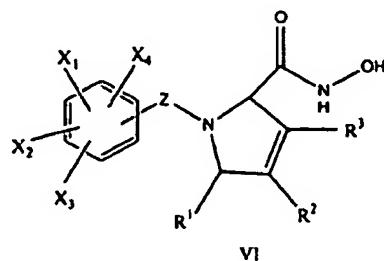
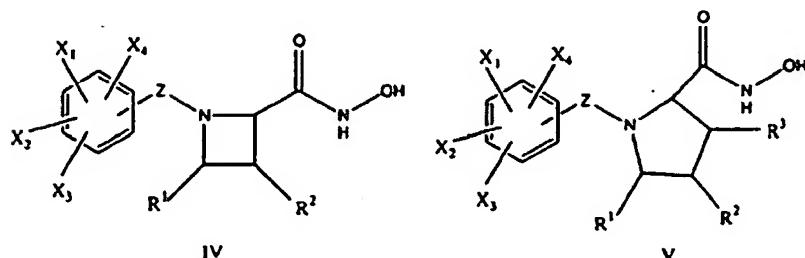


4. (Cancelled) The compound according to claim 1, wherein said compound has the formula III:



III

5. (Cancelled) A compound of the Formula IV, V or VI:



wherein:

~~X₁, X₂, X₃, and X₄ are independently selected from the group consisting of hydrogen, alkyl, haloalkyl, alkylthio, alkylsulfinyl, alkylsulfonyl, hydroxyalkyl, alkoxy, alkoxyalkyl, haloalkoxy, alkenyl, alkenoxy, alkenoxyalkyl, alkynyl, alkynyl, alkynyl, nitro, halo, hydroxy, cycloalkyl, cycloalkylalkyl, arylalkoxy, arylalkoxyalkyl, haloalkylthio, haloalkylsulfinyl, haloalkylsulfonyl, haloaryalkyl, haloaryalkynyl, alkylsilylalkynyl, aryl, alkynyl, alkynyl, anaminocarbonylalkyl, carboxylate, carbonyl, carboxamide, heterocycle, and substituted heterocycle;~~

~~R¹ and R³ are independently selected from the group consisting of hydrogen, alkyl, haloalkyl, hydroxyalkyl, alkenyl, alkynyl, cycloalkyl, aryl, substituted aryl, heteroaryl, substituted heteroaryl, halo, hydroxy, alkoxy, and OR⁴ where R⁴ is a substituted or unsubstituted aryl; with the proviso that in Formula VI, R³ is not hydroxyl;~~

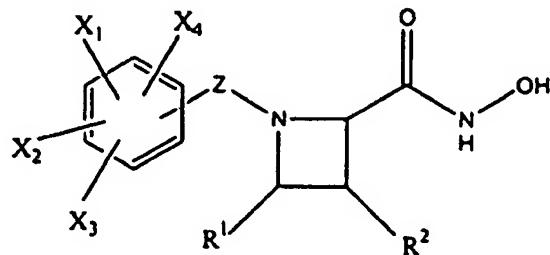
R^2 is selected from the group consisting of hydrogen, alkyl, haloalkyl, hydroxyalkyl, alkenyl, alkynyl, cycloalkyl, aryl, substituted aryl, heteroaryl, substituted heteroaryl, halo, hydroxy, alkoxy, and $O-R^4$ where R^4 is a substituted or unsubstituted aryl; with the proviso that in Formula VII, R^2 is not hydroxyl;

Z is CH_2 or $C(O)$;

and pharmaceutically acceptable salts thereof, any and all tautomers of Formula I, II or III, as well as prodrugs thereof; and

provided that the compounds of Formula IV, V and VI have a minimum inhibition concentration of 128 μ g/ml or less against at least one of the organisms selected from the group consisting of *Acinetobacter baumannii*, *Acinetobacter haemolyticus*, *Actinobacillus actinomycetemcomitans*, *Aeromonas hydrophila*, *Bacteroides fragilis*, *Bacteroides theataiaeatamicron*, *Bacteroides distasonis*, *Bacteroides ovatus*, *Bacteroides vulgatus*, *Bordetella pertussis*, *Brucella melitensis*, *Burkholderia cepacia*, *Burkholderia pseudomallei*, *Burkholderia mallei*, *Fusobacterium*, *Prevotella corporis*, *Prevotella intermedia*, *Prevotella endodontalis*, *Porphyromonas asaccharolytica*, *Campylobacter jejuni*, *Campylobacter fetus*, *Citrobacter freundii*, *Citrobacter koseri*, *Edwardsiella tarda*, *Eikenella corrodens*, *Enterobacter cloacae*, *Enterobacter aerogenes*, *Enterobacter agglomerans*, *Escherichia coli*, *Francisella tularensis*, *Haemophilus influenzae*, *Haemophilus ducreyi*, *Helicobacter pylori*, *Kingella kingae*, *Klebsiella pneumoniae*, *Klebsiella oxytoca*, *Klebsiella rhinoscleromatis*, *Klebsiella ozaenae*, *Legionella pneumophila*, *Meraxella catarhalis*, *Morganella morganii*, *Neisseria gonorrhoeae*, *Neisseria meningitidis*, *Pasteurella multocida*, *Plesiomonas shigelloides*, *Proteus mirabilis*, *Proteus vulgaris*, *Proteus penneri*, *Proteus myxofaciens*, *Providencia stuartii*, *Providencia rettgeri*, *Providencia alcalifaciens*, *Pseudomonas aeruginosa*, *Pseudomonas fluorescens*, *Salmonella typhi*, *Salmonella paratyphi*, *Serratia marcescens*, *Shigella flexneri*, *Shigella boydii*, *Shigella sonnei*, *Shigella dysenteriae*, *Stenotrophomonas maltophilia*, *Streptobacillus moniliformis*, *Vibrio cholerae*, *Vibrio parahaemolyticus*, *Vibrio vulnificus*, *Vibrio alginolyticus*, *Yersinia enterocolitica*, *Yersinia pestis*, *Yersinia pseudotuberculosis*, *Chlamydia pneumoniae*, *Chlamydia trachomatis*, *Rickettsia prowazekii*, *Coxiella burnetii*, *Ehrlichia chaffeensis*, and *Bartonella henselae*.

6. (Currently Amended) The compound according to claim [[5]] 2, wherein said compound has the formula IV:



wherein

Ar is phenyl or 2,5-dihydro-benzo[b]oxepine;

X₁, X₂, X₃, and X₄ are independently selected from the group consisting of hydrogen, alkyl, haloalkyl, alkylthio, alkylsulfinyl, alkylsulfonyl, hydroxalkyl, alkoxy, alkoxyalkyl, haloalkoxy, alkenyl, alkenoxy, alkenoxyalkyl, alkynyl, alkynyoxy, nitro, halo, hydroxy, cycloalkyl, haloalkylthio, haloalkylsulfinyl, haloalkylsulfonyl, alkylsilylalkynyl, alkynyoxy, anaminocarbonylalkyl, carboxylate, carboxyl, carboxamide;

R¹ and R³ are independently selected from the group consisting of hydrogen and alkyl;

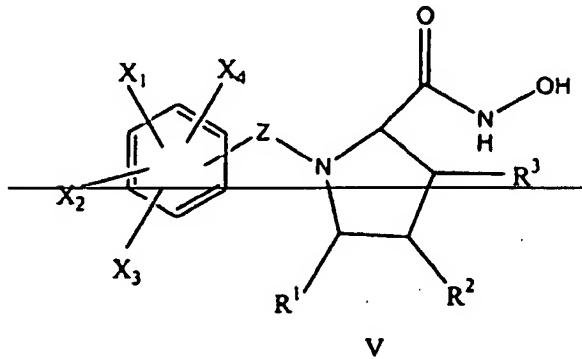
R² is selected from the group consisting of hydrogen and alkyl;

Z is -CH₂ or C(O);

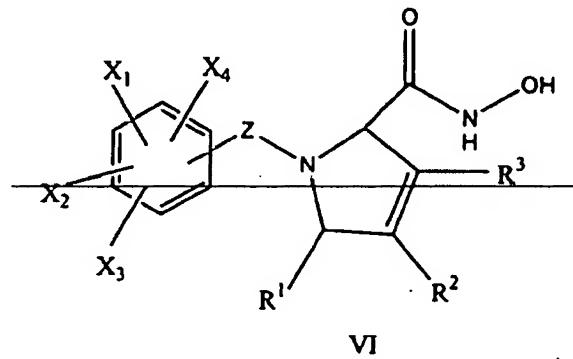
or pharmaceutically acceptable salts thereof, tautomers thereof, or prodrugs thereof;
and

provided that the compounds of Formula I, II and III have a minimum inhibition concentration of 128 µg/ml or less against at least one of the organisms selected from the group consisting of *Acinetobacter baumannii*, *Acinetobacter haemolyticus*, *Actinobacillus actinomycetemcomitans*, *Aeromonas hydrophila*, *Bacteroides fragilis*, *Bacteroides theataioatamicron*, *Bacteroides distasonis*, *Bacteroides ovatus*, *Bacteroides vulgatus*, *Bordetella pertussis*, *Brucella melitensis*, *Burkholderia cepacia*, *Burkholderia pseudomallei*, *Burkholderia mallei*, *Fusobacterium*, *Prevotella corporis*, *Prevotella intermedia*, *Prevotella endodontalis*, *Porphyromonas asaccharolytica*, *Campylobacter jejuni*, *Campylobacter fetus*, *Citrobacter freundii*, *Citrobacter koseri*, *Edwarsiella tarda*, *Eikenella corrodens*, *Enterobacter cloacae*, *Enterobacter aerogenes*, *Enterobacter agglomerans*, *Escherichia coli*, *Francisella tularensis*, *Haemophilus influenzae*, *Haemophilus ducreyi*, *Helicobacter pylori*, *Kingella kingae*, *Klebsiella pneumoniae*, *Klebsiella oxytoca*, *Klebsiella rhinoscieromatis*, *Klebsiella ozaenae*, *Legionella pneumophila*, *Moraxella catarrhalis*, *Morganella morganii*, *Neisseria gonorrhoeae*, *Neisseria meningitidis*, *Pasteurella multocida*, *Plesiomonas shigelloides*, *Proteus mirabilis*, *Proteus vulgaris*, *Proteus penneri*, *Proteus myxofaciens*, *Providencia stuartii*, *Providencia rettgeri*, *Providencia alcalifaciens*, *Pseudomonas aeruginosa*, *Pseudomonas fluorescens*, *Salmonella typhi*, *Salmonella paratyphi*, *Serratia marcescens*, *Shigella flexneri*, *Shigella boydii*, *Shigella sonnei*, *Shigella dysenteriae*, *Stenotrophomonas maltophilia*, *Streptobacillus moniliformis*, *Vibrio cholerae*, *Vibrio parahaemolyticus*, *Vibrio vulnificus*, *Vibrio alginolyticus*, *Yersinia enterocolitica*, *Yersinia pestis*, *Yersinia pseudotuberculosis*, *Chlamydia pneumoniae*, *Chlamydia trachomatis*, *Rickettsia prowazekii*, *Coxiella burnetii*, *Ehrlichia chaffeensis*, and *Bartonella henselae*.

7. (Cancelled) ~~The compound according to claim 5, wherein said compound has the formula V:~~



8. (Cancelled) ~~The compound according to claim 5, wherein said compound has the formula VI:~~



9. (Cancelled) ~~The compound according to claim 1, wherein Ar is selected from the group consisting of phenyl and 2,5-dihydro-benz[b]oxepine.~~

10. (Currently Amended) The compound according to claim [[1]] 2, wherein (X₁)-(X₂)-(X₃)-(X₄)-Ar is selected from the group consisting of:

- 3,4-dimethoxy-5-propylphenyl;
- 9-methoxy-2,5-dihydro-benz[b]oxepine;
- 3-allyl-4-allyloxy-5-methoxyphenyl;
- 3,4,5-triethoxyphenyl;
- 3,4,5-trimethoxyphenyl;
- 3,5-dimethyl-4-nitrophenyl;
- 3,5-dimethoxy-4-methylphenyl;
- 3-(3-hydroxypropyl)-4,5-dimethoxyphenyl;
- 3-trifluoromethoxyphenyl;
- 3,5-dibromo-4-methylphenyl;
- 3-methoxy-4-methylphenyl;

3,5-dimethylphenyl;
4-hydroxy-3-methoxy-5-propylphenyl;
3-(3-allyloxypropyl)-4,5-dimethoxyphenyl;
3-(3-benzyloxypropyl)-4,5-dimethoxyphenyl;
3,4-dimethoxy-5-(3-propoxypropyl)phenyl;
3-cyclopropylmethyl-4,5-dimethoxyphenyl;
3-hexyl-4,5-dimethoxyphenyl;
3,4-dimethoxy-5-pentylphenyl;
3-allyl-4-hydroxy-5-methoxyphenyl;
4-methoxy-3-trifluoromethoxyphenyl;
3-propylphenyl;
3-allylphenyl;
4-allyloxy-3-trifluoromethoxyphenyl;
3-trifluoromethylphenyl;
3,4-dimethoxy-5-(3-methoxypropyl)phenyl;
3-(3-ethoxypropyl)-4,5-dimethoxyphenyl;
3-allyl-4,5-dimethoxyphenyl;
3-butyl-4,5-dimethoxyphenyl;
3,4-dimethoxy-5-(3,3,3-trifluoropropyl)phenyl;
3-dimethylcarbamoylmethyl-4,5-dimethoxyphenyl;
3,5-dibromo-4-methoxyphenyl;
3-iodo-4,5-dimethoxyphenyl;
3-(3-fluoropropyl)-4,5-dimethoxyphenyl;
3-trifluoromethylthiophenyl;
4-trifluoromethylthiophenyl;
3-trifluoromethylsulfinylphenyl;
3-(1-fluoropropyl)-4,5-dimethoxyphenyl;
3-ethynyl-4,5-dimethoxyphenyl;
4-methylthio-3-trifluoromethoxyphenyl;
4-methoxy-3-propylphenyl;
3-(2,2,2-trifluoroethylthio)phenyl;
3-pentafluoroethylthiophenyl;
3,5-diallyl-4-methoxyphenyl;
3-trifluoromethoxy-4-methoxy-5-propylphenyl;
3-bromo-4,5-dimethoxyphenyl;
3,4-dimethoxy-5-prop-1-ynylphenyl;
3,4-dimethoxy-5-(2,2,2-trifluoroethoxy)phenyl;
4-methoxy-3,5-dipropylphenyl;
3-methoxy-5-propylphenyl;
4-methoxy-3-trifluoromethylthiophenyl;

3-(1,2,2,2-tetrafluoro-1-trifluoromethyl)ethylthiophenyl;
3,5-bis-trifluoromethylthiophenyl;
3-methoxy-5-trifluoromethylthiophenyl;
4-methoxy-3-propyl-5-trifluoromethylthiophenyl;
3,4-dimethoxy-5-trifluoromethylthiophenyl;
4-alloxy-3-trifluoromethylthiophenyl;
4-n-propoxy-3-trifluoromethylthiophenyl;
4-n-but-3-enoxy-3-trifluoromethylthiophenyl;
4-n-butoxy-3-trifluoromethylthiophenyl;
4-(3-methylbut-2-enoxy-3-trifluoromethylthiophenyl;
4-(3-fluorophenethyl)-3-trifluoromethylthiophenyl;
4-n-pentyl-3-trifluoromethylthiophenyl;
3-trifluoromethylthio-4-(trimethylsilanylethynyl)phenyl;
4-ethynyl-3-trifluoromethylthiophenyl;
4-allyl-3-trifluoromethylthiophenyl;
4-n-propyl-3-trifluoromethylthiophenyl;
3-trifluoromethylthio-4-vinylphenyl;
4-ethyl-3-trifluoromethylthiophenyl;
4-propargyloxy-3-trifluoromethylthiophenyl;
3-trifluoromethoxy-4-trifluoromethylthiophenyl;
4-ethoxy-3-trifluoromethylthio-phenyl;
4-(2,2,2-trifluoroeth-1-yloxy)-3-trifluoromethylthiophenyl;
3,4-dimethoxy-5-phenylphenyl;
3-trifluoromethoxy-4-vinylphenyl;
4-benzylxy-3-trifluoromethylthiophenyl;
3-(3-fluorophenylethynyl)-4,5-dimethoxyphenyl; and
4-ethyl-3-trifluoromethoxyphenyl.

11. (Currently Amended) The compound according to claim[[s]] 1 [[or 5]], wherein R² is selected from the group consisting of hydrogen, alkyl, alkoxy, haloalkyl, hydroxyl, aryl, substituted aryl, and alkynyl.

12. (Cancelled) The compound according to claims 1 or 5, wherein R² is selected from the group consisting of ethyl, α -fluoro, α -hydroxy, β -methoxy, β -fluoro, β -trifluoromethyl, α -naphth-2-yloxy, α -(4-biphenyloxy), α -(4-biphenyloxy), and ethynyl.

13. (Currently Amended) A compound selected from the group consisting of:
1-(3,4-dimethoxy-5-propylbenzoyl)pyrrolidine-2R-carboxylic acid hydroxyamide;
1-(3,4-dimethoxy-5-propylbenzoyl)azetidine-2R-carboxylic acid hydroxyamide;

1-(9-methoxy-2,5-dihydro-benzo[*b*]oxepine-7-carbonyl)azetidine-2R-carboxylic acid hydroxyamide;
1-(3-allyl-4-allyloxy-5-methoxybenzoyl)azetidine-2R-carboxylic acid hydroxyamide;
1-(3,4,5-trimethoxybenzoyl)azetidine-2R-carboxylic acid hydroxyamide;
1-(3,4,5-trimethoxybenzoyl)azetidine-2R-carboxylic acid hydroxyamide;
1-(3,4-dimethoxy-5-propylbenzoyl)azetidine-2R-carboxylic acid hydroxyamide;
1-(3,5-dimethyl-4-nitrobenzoyl)azetidine-2R-carboxylic acid hydroxyamide;
1-(3,5-dimethoxy-4-methylbenzoyl)azetidine-2R-carboxylic acid hydroxyamide;
1-[3-(3-hydroxypropyl)-4,5-dimethoxybenzoyl]azetidine-2R-carboxylic acid hydroxyamide;
1-[3-(3-hydroxypropyl)-4,5-dimethoxybenzoyl]azetidine-2R-carboxylic acid hydroxyamide;
1-(3-trifluoromethoxybenzoyl)azetidine-2R-carboxylic acid hydroxyamide;
1-(3,5-dibromo-4-methylbenzoyl)azetidine-2R-carboxylic acid hydroxyamide;
1-(3-methoxy-4-methylbenzoyl)azetidine-2R-carboxylic acid hydroxyamide;
1-(3,5-dimethylbenzoyl)azetidine-2R-carboxylic acid hydroxyamide;
1-(4-hydroxy-3-methoxy-5-propylbenzoyl)azetidine-2R-carboxylic acid hydroxyamide;
1-[3-(3-allyloxy-propyl)-4,5-dimethoxybenzoyl]azetidine-2R-carboxylic acid hydroxyamide;
1-[3-(3-benzyloxy-propyl)-4,5-dimethoxybenzoyl]azetidine-2R-carboxylic acid hydroxyamide;
1-[3,4-dimethoxy-5-(3-propoxypropyl)benzoyl]azetidine-2R-carboxylic acid hydroxyamide;
1-(3-cyclopropylmethyl-4,5-dimethoxybenzoyl)azetidine-2R-carboxylic acid hydroxyamide;
1-(3-hexyl-4,5-dimethoxybenzoyl)azetidine-2R-carboxylic acid hydroxyamide;
1-(3,4-dimethoxy-5-pentylbenzoyl)azetidine-2R-carboxylic acid hydroxyamide;
1-(3-allyl-4-hydroxy-5-methoxybenzoyl)azetidine-2R-carboxylic acid hydroxyamide;
1-(4-methoxy-3-trifluoromethoxybenzoyl)azetidine-2R-carboxylic acid hydroxyamide;
1-(3-propylbenzoyl)azetidine-2R-carboxylic acid hydroxyamide;
1-(3-allylbenzoyl)azetidine-2R-carboxylic acid hydroxyamide;
1-(4-allyloxy-3-trifluoromethoxybenzoyl)azetidine-2R-carboxylic acid hydroxyamide;
1-(3-trifluoromethylbenzoyl)azetidine-2R-carboxylic acid hydroxyamide;
1-[3,4-dimethoxy-5-(3-methoxypropyl)benzoyl]azetidine-2R-carboxylic acid hydroxyamide;
1-[3-(3-ethoxypropyl)-4,5-dimethoxybenzoyl]azetidine-2R-carboxylic acid hydroxyamide;
1-(3-allyl-4,5-dimethoxybenzoyl)azetidine-2R-carboxylic acid hydroxyamide;
1-(3-butyl-4,5-dimethoxybenzoyl)azetidine-2R-carboxylic acid hydroxyamide;
1-[3,4-dimethoxy-5-(3,3,3-trifluoropropyl)benzoyl]azetidine-2R-carboxylic acid hydroxyamide;
1-(3-dimethylcarbamoylmethyl-4,5-dimethoxybenzoyl)azetidine-2R-carboxylic acid hydroxyamide;

1-(3,5-dibromo-4-methoxybenzoyl)azetidine-2R-carboxylic acid hydroxyamide;
1-(3-iodo-4,5-dimethoxybenzoyl)azetidine-2R-carboxylic acid hydroxyamide;
1-[3-(3-fluoropropyl)-4,5-dimethoxybenzoyl]azetidine-2R-carboxylic acid hydroxyamide;
1-(3-trifluoromethylthiobenzoyl)azetidine-2R-carboxylic acid hydroxyamide;
1-(4-trifluoromethylthiobenzoyl)azetidine-2R-carboxylic acid hydroxyamide;
1-(3-trifluoromethanesulfinylbenzoyl)azetidine-2R-carboxylic acid hydroxyamide;
1-[3-(1-fluoropropyl)-4,5-dimethoxybenzoyl]azetidine-2R-carboxylic acid hydroxyamide;
1-(3-ethynyl-4,5-dimethoxybenzoyl)azetidine-2R-carboxylic acid hydroxyamide;
1-(4-methylthio-3-trifluoromethoxybenzoyl)azetidine-2R-carboxylic acid hydroxyamide;
1-(4-methoxy-3-propylbenzoyl)azetidine-2R-carboxylic acid hydroxyamide;
1-[3-(2,2,2-trifluoroethylthio)benzoyl]azetidine-2R-carboxylic acid hydroxyamide;
1-(3-pentafluoroethylthiobenzoyl)azetidine-2R-carboxylic acid hydroxyamide;
1-(3,5-diallyl-4-methoxybenzoyl)azetidine-2R-carboxylic acid hydroxyamide;
1-(3-trifluoromethoxy-4-methoxy-5-propylbenzoyl)azetidine-2R-carboxylic acid hydroxyamide;
1-(3-bromo-4,5-dimethoxybenzoyl)azetidine-2R-carboxylic acid hydroxyamide;
1-(3,4-dimethoxy-5-prop-1-ynylbenzoyl)azetidine-2R-carboxylic acid hydroxyamide;
1-[3,4-dimethoxy-5-(2,2,2-trifluoroethoxy)benzoyl]azetidine-2R-carboxylic acid hydroxyamide;
1-(4-methoxy-3,5-dipropylbenzoyl)azetidine-2R-carboxylic acid hydroxyamide;
1-(3-methoxy-5-propylbenzoyl)azetidine-2R-carboxylic acid hydroxyamide;
1-(4-methoxy-3-trifluoromethylthiobenzoyl)azetidine-2R-carboxylic acid hydroxyamide;
1-[3-(1,2,2,2-tetrafluoro-1-trifluoromethylthio)benzoyl]azetidine-2R-carboxylic acid hydroxyamide;
1-(3,5-bis-trifluoromethylthiobenzoyl)azetidine-2R-carboxylic acid hydroxyamide;
1-(3-methoxy-5-trifluoromethylthiobenzoyl)azetidine-2R-carboxylic acid hydroxyamide;
1-(4-methoxy-3-propyl-5-trifluoromethylthiobenzoyl)azetidine-2R-carboxylic acid hydroxyamide;
1-(3,4-dimethoxy-5-trifluoromethylthiobenzoyl)azetidine-2R-carboxylic acid hydroxyamide;
1-(3,4-dimethoxy-5-trifluoromethylthiobenzoyl)-4S-fluoropyrrolidine-2R-carboxylic acid hydroxyamide;
1-(3,4-dimethoxy-5-trifluoromethylthiobenzoyl)-4S-hydroxypyrrrolidine-2R-carboxylic acid hydroxyamide;
1-(3,4-dimethoxy-5-trifluoromethylthiobenzoyl)-4R-methoxypyrrrolidine-2R-carboxylic acid hydroxyamide;
1-(3,4-dimethoxy-5-trifluoromethylthiobenzoyl)-4R-fluoropyrrolidine-2R-carboxylic acid hydroxyamide;
1-(3-trifluoromethylthiobenzoyl)pyrrolidine-2R-carboxylic acid hydroxyamide;
1-(3-methoxy-5-trifluoromethylthiobenzoyl)pyrrolidine-2R-carboxylic acid hydroxyamide;

1-(4-methoxy-3-trifluoromethylthiobenzoyl)pyrrolidine-2R-carboxylic acid hydroxyamide;
1-(4-methoxy-3-propyl-5-trifluoromethylthiobenzoyl)pyrrolidine-2R-carboxylic acid hydroxyamide;
1-(3,4-dimethoxy-5-trifluoromethylthiobenzoyl)pyrrolidine-2R-carboxylic acid hydroxyamide;
1-(3,4-dimethoxy-5-trifluoromethylthiobenzoyl)-4R-trifluoromethyl-pyrrolidine-2R-carboxylic acid hydroxyamide;
1-(3,4-dimethoxy-5-trifluoromethylsulfonylbenzoyl)-4-trifluoromethyl-2,5-dihydro-1H-pyrrole-2R-carboxylic acid hydroxyamide;
1-(3,4-dimethoxy-5-trifluoromethylthiobenzoyl)-4-ethynyl-2,5-dihydro-1H-pyrrole-2R-carboxylic acid hydroxyamide;
1-(3,4-dimethoxy-5-trifluoromethylthiobenzoyl)-2,5-dihydro-1H-pyrrole-2R-carboxylic acid hydroxyamide;
1-(3,4-dimethoxy-5-trifluoromethylthiobenzoyl)-4S-(naphthalen-2-yloxy)pyrrolidine-2R-carboxylic acid hydroxyamide;
4S-(biphenyl-4-yloxy)-1-(3,4-dimethoxy-5-trifluoromethylthiobenzoyl)pyrrolidine-2R-carboxylic acid hydroxyamide;
4R-(biphenyl-4-yloxy)-1-(3,4-dimethoxy-5-trifluoromethylthiobenzoyl)pyrrolidine-2R-carboxylic acid hydroxyamide;
1-(4-allyloxy-3-trifluoromethylthiobenzoyl)azetidine-2R-carboxylic acid hydroxyamide;
1-(4-propoxy-3-trifluoromethylthiobenzoyl)azetidine-2R-carboxylic acid hydroxyamide;
1-(4-but-3-enyloxy-3-trifluoromethylthiobenzoyl)azetidine-2R-carboxylic acid hydroxyamide;
1-(4-butoxy-3-trifluoromethylthiobenzoyl)azetidine-2R-carboxylic acid hydroxyamide;
1-[4-(3-methyl-but-2-enyloxy)-3-trifluoromethylthiobenzoyl]azetidine-2R-carboxylic acid hydroxyamide;
1-(4-[2-(3-fluorophenyl)ethyl]-3-trifluoromethylthiobenzoyl)azetidine-2R-carboxylic acid hydroxyamide;
1-(4-pentyl-3-trifluoromethylthiobenzoyl)azetidine-2R-carboxylic acid hydroxyamide;
1-[3-trifluoromethylthio-4-(trimethylsilyl)ethynyl]benzoyl]azetidine-2R-carboxylic acid hydroxyamide;
1-(4-ethynyl-3-trifluoromethylthiobenzoyl)azetidine-2R-carboxylic acid hydroxyamide;
1-(4-allyl-3-trifluoromethylthiobenzoyl)azetidine-2R-carboxylic acid hydroxyamide;
1-(4-propyl-3-trifluoromethylthiobenzoyl)azetidine-2R-carboxylic acid hydroxyamide;
1-(4-methoxy-3-trifluoromethylthiobenzyl)azetidine-2R-carboxylic acid hydroxyamide;
1-(3,4-dimethoxy-5-trifluoroethylthiobenzyl)azetidine-2R-carboxylic acid hydroxyamide;
1-(3-trifluoromethylthiobenzyl)azetidine-2R-carboxylic acid hydroxyamide;
1-(3-trifluoromethylthio-4-vinylbenzoyl)azetidine-2R-carboxylic acid hydroxyamide;
1-(4-ethyl-3-trifluoromethylthiobenzoyl)azetidine-2R-carboxylic acid hydroxyamide;
1-(4-prop-2-nyloxy-3-trifluoromethylthiobenzoyl)azetidine-2R-carboxylic acid

hydroxyamide;

1-(3-trifluoromethoxy-4-trifluoromethylthiobenzoyl)azetidine-2R-carboxylic acid

hydroxyamide;

1-(4-ethoxy-3-trifluoromethylthiobenzoyl)azetidine-2R-carboxylic acid hydroxyamide;

1-[4-(2,2,2-trifluoroethoxy)-3-trifluoromethylthiobenzoyl]-azetidine-2R-carboxylic acid

hydroxyamide;

(+)-trans-1-(3,4-dimethoxy-5-propylbenzoyl)-3-ethylazetidine-2-carboxylic acid

hydroxyamide;

1-(5,6-dimethoxybiphenyl-3-carbonyl)azetidine-2R-carboxylic acid hydroxyamide;

1-[3-(3-fluorophenylethynyl)-4,5-dimethoxybenzoyl]azetidine-2R-carboxylic acid

hydroxyamide;

1-(3-trifluoromethoxy-4-vinylbenzoyl)azetidine-2R-carboxylic acid hydroxyamide;

1-(4-ethyl-3-trifluoromethoxybenzoyl)azetidine-2R-carboxylic acid hydroxyamide; and

1-(4-benzyloxy-3-trifluoromethylthiobenzoyl)-azetidine-2R-carboxylic acid hydroxyamide;

[[and]]

1-(3,4-dimethoxy-5-trifluoromethylthiobenzoyl)-4,4-difluoropyrrolidine-2R-carboxylic acid

hydroxyamide;

or pharmaceutically acceptable salts thereof or tautomers thereof.

14. (Currently Amended) A pharmaceutical composition comprising a pharmaceutically acceptable carrier and a therapeutically effective amount of one or more of a compound of claim [[4]] 2.

15. (Original) A pharmaceutical composition comprising a pharmaceutically acceptable carrier and a therapeutically effective amount of one or more of a compound of claim [[5]] 6.

16. (Original) The pharmaceutical composition according to claim 14 further comprising one or more additional antibacterial agents.

17. (Original) The pharmaceutical composition according to claim 15 further comprising one or more additional antibacterial agents.

18. (Original) The pharmaceutical composition according to claims 16 or 17, wherein said antibacterial agent is active against gram negative bacteria.

19. (Original) The pharmaceutical composition according to claims 16 or 17, wherein said antibacterial agent is active against gram positive bacteria.

20. (Withdrawn) A method for the treatment of a microbial infection in a mammal, comprising administering to said mammal a therapeutically effective amount of one or more of a

compound of claim 1.

21. (Withdrawn) A method for the treatment of a microbial infection in a mammal, comprising administering to said mammal a therapeutically effective amount of one or more of a compound of claim 5.

22. (Withdrawn) A method for the treatment of a microbial infection in a mammal comprising administering to said mammal, a pharmaceutical composition of claim 14.

23. (Withdrawn) A method for the treatment of a microbial infection in a mammal comprising administering to said mammal, a pharmaceutical composition of claim 15.

24. (Withdrawn) The method according to claims 22 or 23, wherein said composition is administered in combination with one or more additional antibacterial agents.

25. (Withdrawn) The method according to claim 24, wherein said infection is a gram negative infection.

26. (Withdrawn) The method according to claim 25, wherein said antibacterial agent is active against gram negative bacteria.

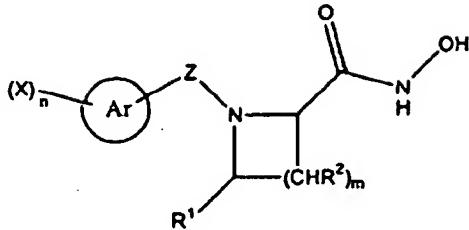
27. (Withdrawn) The method according to claim 24, wherein said infection is a gram positive infection.

28. (Withdrawn) The method according to claim 27, wherein said antibacterial agent is active against gram positive bacteria.

29. (Withdrawn) The method according to claims 22 or 23, wherein said compound is administered to the mammal orally, parenterally, transdermally, topically, rectally, or intranasally.

30. (Withdrawn) The method according to claims 22 or 23, wherein said composition is administered in an amount of from about 0.1 to about 100 mg/kg of body weight/day.

31. (Currently Amended) A compound of formula (I):



wherein:

Ar is [[an aryl or heteroaryl ring]] phenyl or 2,5-dihydro-benzof[b]oxepine;

X is selected from the group consisting of alkyl, haloalkyl, alkylthio, hydroxyalkyl, alkoxy, alkoxyalkyl, haloalkoxy, alkenyl, alkenoxy, alkenoxyalkyl, alkynyl, nitro, halo, hydroxyl, cycloalkyl, [[cycloalkylalkyl, arylalkoxy, arylalkoxyalkyl,]] haloalkylthio, haloalkyl-sulfinyl, and aminocarboxyalkyl;

R¹ is selected from the group consisting of hydrogen [[.]] and alkyl [[, haloalkyl, hydroxyalkyl, alkenyl, alkynyl, cycloalkyl, aryl, substituted aryl, heteroaryl, and substituted heteroaryl.]]

R² is selected from the group consisting of hydrogen [[.]] and alkyl [[, haloalkyl, hydroxyalkyl, alkenyl, alkynyl, cycloalkyl, aryl, substituted aryl, heteroaryl, and substituted heteroaryl.]]

n is an integer from 1 to 4;

Z is -CH₂- or C(O);

m is an integer from 1 to 2;

and pharmaceutically acceptable salts thereof;

provided that when m is 2, then R² is H; and

provided that the compound of formula I has a minimum inhibition concentration of 128 µg/ml or less against at least one of the organisms selected from the group consisting of *Acinetobacter baumannii*, *Acinetobacter haemolyticus*, *Actinobacillus actinomycetemcomitans*, *Aeromonas hydrophila*, *Bacteroides fragilis*, *Bacteroides theataioatamicron*, *Bacteroides distasonis*, *Bacteroides ovatus*, *Bacteroides vulgatus*, *Bordetella pertussis*, *Brucella melitensis*, *Burkholderia cepacia*, *Burkholderia pseudomallei*, *Burkholderia mallei* *Fusobacterium*, *Prevotella corporis*, *Prevotella intermedia*, *Prevotella endodontalis*, *Porphyromonas asaccharolytica*, *Campylobacter jejuni*, *Campylobacter fetus*, *Citrobacter freundii*, *Citrobacter koseri*, *Edwardsiella tarda*, *Eikenella corrodens*, *Enterobacter cloacae*, *Enterobacter aerogenes*, *Enterobacter agglomerans*, *Escherichia coli*, *Francisella tularensis*, *Haemophilus influenzae*, *Haemophilus ducreyi*, *Helicobacter pylori*, *Kingella kingae*, *Klebsiella pneumoniae*, *Klebsiella oxytoca*, *Klebsiella rhinoscieromatis*, *Klebsiella ozaenae*, *Legionella pneumophila*, *Moraxella catarrhalis*, *Morganella morganii*, *Neisseria gonorrhoeae*, *Neisseria meningitidis*, *Pasteurella multocida*, *Plesiomonas shigelloides*, *Proteus mirabilis*, *Proteus vulgaris*, *Proteus penneri*, *Proteus myxofaciens*, *Providencia stuartii*, *Providencia rettgeri*, *Providencia alcalifaciens*, *Pseudomonas*

aeruginosa, *Pseudomonasfluorescens*, *Salmonella typhi*, *Salmonella paratyphi*, *Serratia marcescens*, *Shigella flexneri*, *Shigella boydii*, *Shigella sonnei*, *Shigella dysenteriae*, *Stenotrophomonas maltophilia*, *Streptobacillus moniliformis*, *Vibrio cholerae*, *Vibrio parahaemolyticus*, *Vibrio vulnificus*, *Vibrio alginolyticus*, *Yersinia enterocolitica*, *Yersinia pestis*, *Yersinia pseudotuberculosis*, *Chlamydia pneumoniae*, *Chlamydia trachomatis*, *Rickettsia prowazekii*, *Coxiella burnetii*, *Ehrlichia chaffeensis*, and *Bartonella henselae*.